

ORIGINAL

Edward O. Sassower (ES 5823)

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CALPINE CORPORATION, et al.,

Debtors.

: Chapter 11
: Case No. 05-60200 (BRL)

ARISTEIA CAPITAL, L.L.C.,
AURELIUS CAPITAL MANAGEMENT, L.P.,
DRAWBRIDGE SPECIAL OPPORTUNITIES
ADVISORS LLC, ORE HILL HUB FUND LTD.,
NISSWA MASTER FUND LTD., PINES EDGE
VALUE INVESTORS LTD., PINES EDGE
VALUE INVESTORS L.P., SILVER SANDS
FUND LLC, STARK MASTER FUND LTD.,
3V CAPITAL MANAGEMENT, LLC,
BRENCOURT CREDIT OPPORTUNITIES
MASTER, LTD., BRENCOURT MULTI-
STRATEGY ENHANCED DEDICATED
FUND, LP, DILLON READ U.S. FINANCE
L.P., DILLON READ FINANCIAL PRODUCTS
TRADING LTD., LINDEN CAPITAL L.P.
AND ORE HILL HUB FUND, LTD, HSBC BANK
USA, N.A., AS INDENTURE TRUSTEE FOR
THE 6% CONVERTIBLE NOTES DUE 2014
AND THE 4.75% CONTINGENT
CONVERTIBLE NOTES DUE 2023, AND
MANUFACTURERS & TRADERS TRUST
COMPANY, AS INDENTURE TRUSTEE FOR THE
7.75% CONVERTIBLE NOTES,

Appellants,

-against-

CALPINE CORPORATION AND ITS
AFFILIATED DEBTORS AND DEBTORS
IN POSSESSION, OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF

: Civil Case No. 07-07830 (JGK)
: Jointly Administered

**MOTION TO ADMIT
COUNSEL PRO HAC VICE**

FILED
U.S. DISTRICT COURT
S.D. OF N.Y.
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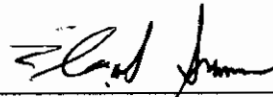
CALPINE CORPORATION, OFFICIAL :
COMMITTEE OF EQUITY SECURITY :
HOLDERS, :
 :
Appellees. :
-----X

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District
Courts for the Southern and Eastern Districts of New York, I, Edward O. Sassower, a member in
good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac
vice of:

Stephen E. Hessler
Kirkland & Ellis LLP
153 E 53rd Street
New York, NY 10022
Tel.: (212) 446-4800
Fax: (212) 446-4900

Stephen E. Hessler is a member in good standing of the Bar of the State of
Michigan and the Bar of the District of Columbia. There are no pending disciplinary
proceedings against Stephen E. Hessler in any State or Federal court.

Dated: September 27, 2007
New York, New York



Edward O. Sassower (ES 5823)

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Attorneys for the Debtors

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CALPINE CORPORATION, et al.,

Debtors.

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Appellants,

-against-

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IN POSSESSION, OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF
CALPINE CORPORATION, OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS,

Appellees.
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: Chapter 11
: Case No. 05-60200 (BRL)

:
: Civil Case No. 07-07830 (JGK)
: Jointly Administered

**AFFIDAVIT OF EDWARD O. SASSOWER
IN SUPPORT OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

Edward O. Sassower, being duly sworn, hereby deposes and says as follows:

1. I am a partner at the law firm of Kirkland & Ellis LLP, counsel for Calpine Corporation in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Calpine Corporation's motion to admit Stephen E. Hessler as counsel *pro hac vice* to represent Calpine Corporation in this matter.
2. I am a member in good standing of the bar of New York, and was admitted to practice law in 2000. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. Stephen E. Hessler is an attorney at Kirkland & Ellis, LLP, 153 E 53rd Street, New York, NY 10022.
4. I have found Stephen E. Hessler to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with Federal procedural rules.
5. Accordingly, I am pleased to move the admission of Stephen E. Hessler, *pro hac vice*.
6. I respectfully submit a proposed order gaining the admission of Stephen E. Hessler, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Stephen E. Hessler, *pro hac vice*, to represent Calpine Corporation in the above captioned matter, be granted.

Dated: September 27, 2007
New York, New York

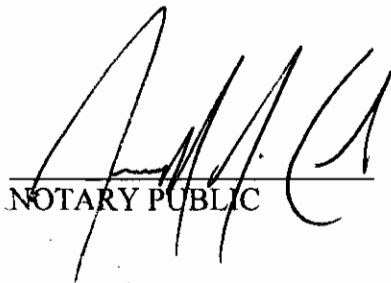
Respectfully submitted,



Edward O. Sassower (ES 5823)

Sworn to before me

the 27 day of September, 2007


NOTARY PUBLIC

JOSEPH J. CALI
Notary Public, State of New York
No. 01CA5015323
Qualified in New York County
Commission Expires July 19, 2011



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

Stephen E. Hessler

was on the 10th day of May, 2004

duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on
September 10, 2007.

GARLAND PINKSTON, JR., CLERK

By: 
Deputy Clerk

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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Chapter 11
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COMPANY, AS INDENTURE TRUSTEE FOR THE
7.75% CONVERTIBLE NOTES,

Civil Case No. 07-07830 (JGK)
Jointly Administered

**ORDER FOR ADMISSION PRO
HAC VICE ON WRITTEN MOTION**

Appellants,

-against-

CALPINE CORPORATION AND ITS
AFFILIATED DEBTORS AND DEBTORS
IN POSSESSION, OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF
CALPINE CORPORATION, OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS,

Appellees.

Upon the motion of Edward O. Sassower, attorney for Calpine Corporation and
said sponsor attorney's affidavit of support;

IT IS HEREBY ORDERED that

Stephen E. Hessler
Kirkland & Ellis LLP
153 E 53rd Street
New York, NY 10022
Tel.: (212) 446-4800
Fax: (212) 446-4900
shessler@kirkland.com

is admitted to practice *pro hac vice* as counsel for Calpine Corporation in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at www.nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: September __, 2007
New York, New York

United States District Judge